

TRANSPORTATION CORPORATION OF AMERICA

RECORDATION NO. 7251-1 Filed & Recorded

SEP 30 1977-10 05 AM

September 29, 1977

INTERSTATE COMMERCE COMMISSION  
Interstate Commerce Commission  
Washington, D.C. 20025

RECORDATION NO. 7251-12 Filed & Recorded

SEP 30 1977-10 05 AM

Gentlemen:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation under the provisions of Section 20(c) of the Interstate Commerce Commission Act, as amended, is a signed copy of the following named documents pertaining to railroad rolling stock:

I. Security Agreement Supplement No. 3 dated as of September 30, 1977 from Transportation Corporation of America to Continental Illinois National Bank and Trust Company of Chicago (hereinafter referred to as "Security Agreement Supplement No. 3"); and

Date 7-27-81  
Fee \$ 11.00

II. First Amendment dated as of July 1, 1977 to an amended and restated Financing Agreement dated as of May 26, 1976 between Transportation Corporation of America and Continental Illinois National Bank and Trust Company of Chicago (hereinafter referred to as the "First Amendment").

CC Washington, D.

The Security Agreement Supplement No. 3 is a supplement to a Security Agreement recorded with the Interstate Commerce Commission on November 30, 1973 as Document No. 7251 which was the subject of a Supplement No. 1 recorded with the Interstate Commerce Commission on February 23, 1976 as Document No. 7251-B and also was the subject of Supplement No. 2 recorded with the ICC on July 30, 1976 as Document No. 7251-C.

The names and addresses of the parties are as follows:

Debtor: Transportation Corporation of America  
P.O. Box 218  
Chicago Heights, Illinois 60411  
Attn: Vice President - Finance

Secured Party: Continental Illinois National Bank  
and Trust Company of Chicago  
231 South LaSalle Street  
Chicago, Illinois 60693

*Handwritten signature*

Page Two  
September 29, 1977  
Interstate Commerce Commission

Section 24 of the First Amendment amends the same Security Agreement which was recorded with the ICC on November 30, 1973 as Document No. 7251 and which was supplemented as aforesaid.

There is extensive equipment which is the subject of both the above specified documents. Attached hereto and made a part hereof is Schedule I describing that certain equipment and Schedule II describing those certain leases which are the subjects of said documents.

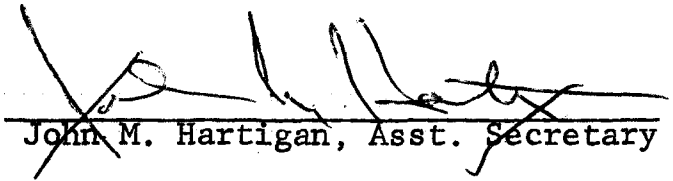
The undersigned is the assistant secretary of Transportation Corporation of America, an Illinois corporation, the Debtor, Lessor and owner of the subject equipment and has knowledge of the matters set forth herein.

Please return to the bearer of this letter the two copies of subject documents stamped so as to reflect correct recordation.

Sincerely,

TRANSPORTATION CORPORATION OF AMERICA,  
an Illinois corporation

By:

  
John M. Hartigan, Asst. Secretary

JMH:jf

SECURITY AGREEMENT SUPPLEMENT  
NO. 3

RECORDATION NO. 7251-<sup>D</sup> Filed & Recorded

SEP 30 1977 10 25 AM

INTERSTATE COMMERCE COMMISSION

Security Agreement Supplement ("this Supplement") dated as of September 30, 1977 from TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation ("Company"), having its office at 26th and State Streets, Chicago Heights, Illinois 60411, to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association ("Bank"), having its office at 231 South LaSalle Street, Chicago, Illinois 60693.

W I T N E S S E T H:

Company and Bank have executed and delivered a certain Security Agreement (Chattel Mortgage and Security Agreement) dated as of July 1, 1973 (which agreement, together with any amendments which have been made thereto, is hereinafter called the "Security Agreement") as security for certain loans made by Bank to Company under that certain Financing Agreement (and, if amended, all amendments thereto) dated as of July 1, 1973 (the "Financing Agreement") between Company and Bank and that certain Credit Agreement (and, if amended, all amendments thereto) dated as of September 27, 1977 ("Credit Agreement" and collectively with the Financing Agreement the "Credit Agreements") between the Company and the Bank.

The Security Agreement was filed and recorded with the Interstate Commerce Commission under Section 20c of the Interstate Commerce Act on November 30, 1973 as Document No. 7251. The following Security Agreement Supplement(s) (substantially in the form of this Supplement) were filed and recorded with the Interstate Commerce Commission as follows:

<u>Supplement No.</u>	<u>Date of Supplement</u>	<u>Date of ICC Filing</u>	<u>ICC Filing Number</u>
1	June 26, 1974	Feb. 23, 1976	7251-B
2	May 28, 1976	July 30, 1976	7251-C

Company has assigned and granted to Bank under the Security Agreement a security interest in and to (i) certain equipment therein described, including the equipment described in Schedule I annexed hereto (the "Supplement Equipment") and (ii) certain leases therein described, including the leases of such Security Equipment described in Schedule II hereto (the "Supplement Leases").

NOW THEREFORE, in consideration of the premises, Company does hereby agree as follows:

Company has, in and by the Security Agreement, mortgaged, transferred and assigned to Bank, and granted to Bank a security interest in and to the Supplement Equipment described in Schedule I annexed hereto and the Supplement Leases described in Schedule II hereto. This Supplement evidences and confirms the subjection of such Supplement Equipment and Supplement Equipment to the security interest created by the Security Agreement and secures the punctual payment of the principal of, and interest on the promissory notes of Company evidencing loans under the Credit Agreements and the performance and observance by Company of all of its agreements herein and in the Security Agreement and Credit Agreements contained. To the extent, if any, that the Security Agreement may not be effective in mortgaging and granting a security interest to Bank in such Supplement Equipment and

such Supplement Leases, the Company does by this Supplement hereby mortgage, transfer, and assign to Bank, and grant unto Bank a security interest in, the Supplement Equipment described in Schedule I hereto and the Supplement Leases described in Schedule II hereto, all upon the terms set forth in the Security Agreement.

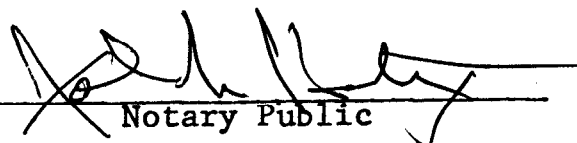
IN WITNESS WHEREOF, Company has, by its indicated officer thereunto duly authorized, caused this Security Agreement Supplement to be executed and delivered this 30th day of September, 1977.

TRANSPORTATION CORPORATION  
OF AMERICA

By:   
Its Vice President

STATE OF ILLINOIS )  
COUNTY OF C O O K ) SS.

On this 30th day of September, 1977, before me personally appeared S.D. Christianson, to me personally known, who being by me duly sworn, says that he is the Vice President of TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(NOTARIAL SEAL)

My Commission expires 7/18, 197 79.

DESCRIPTION OF LEASES AT SEPTEMBER 30, 1977

<u>LESSEE</u>	<u>DATE OF ORIGINAL LEASE</u>	<u>DATE OF RIDER</u>	<u>EXPIRATION DATE OF LEASE</u>	<u>TYPE OF LEASE O-OPERATING F-FINANCE</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>	<u>NO. OF CARS</u>	<u>RENT PER CAR PER MONTH</u>	<u>COMP LEASE</u>
Ashland Chemical Co.	2/18/70		3/85	O	HTCX 5801-5825	25	\$281.50	1969.
		12/17/70	12/85	O	HTCX 5870-5884	15	\$275.00	1969.
		11/1/71	12/86	O	HTCX 5826-5850	25	\$281.50	1969.
		10/1/72	12/87	O	HTCX 5851-5859 ✓	9	\$275.00	1969.
		12/18/73	3/89	O	HTCX 4700-4708 and			
					HTCX 4710-4774 ✓	74	\$238.00	1969.
Ashley, Drew & Northern	5/19/72	4/13/73	8/78	O	AD&N 500-509 ✓	10	\$214.00	1047.
		5/7/73	6/78	O	AD&N 4700	1	\$290.00	1047.
		7/9/73	8/78	O	AD&N 510-529	20	\$214.00	1047.
		8/29/73	9/78	O	AD&N 660	1	\$240.00	1047.
		5/11/76	9/81	O	AD&N 4701-4770	70	\$495.00	1047.
		6/15/76	8/81	O	AD&N 530-534	5	\$408.00	1047.
		5/19/72	6/77	O	AD&N 4603	1	\$315.00	1047.
		11/12/72	2/78	O	AD&N 4605, 4611, 4613	3	\$315.00	1047.
		4/13/73	8/78	O	AD&N 4656, 4659	2	\$321.00	1047.
		4/3/74	5/79	O	AD&N 4664, 4667	2	\$321.00	1047.
Bennett Lumber Products	5/5/72		6/87	F	BENX 100-114	15	\$220.00	1037.
		10/25/72	1/88	F	BENX 115-125, 127-129	14	\$220.00	1037.
		1/12/73	3/88	F	BENX 130-139	10	\$220.00	1037.
Burlington Northern	12/12/70		8/77	O	BN 624076-624078	3	\$240.00	1212.
			Monthly	O	BN 624070-624072, 624074-624075	5	\$240.00	1212.
Canadian Forest	2/7/74		4/79	O	TCAX 20000-20015			
					TCAX 20017-20063			
					TCAX 20065-20066			
					TCAX 20068-20076			
					TCAX 20078-20131			
					TCAX 20133-20141			
					TCAX 20143-20167			
					TCAX 20169-20174			
					TCAX 20176-20192			
					TCAX 20194-20230	222	\$315.00	1167.
		4/1/77	8/82	O	TCAX 20231-20244	14	\$363.00	0011.
Columbia Cowlitz Railway (Weyerhaeuser)	6/23/72		10/77	O	CLC 1001-1011,			
					CLC 1013-1020	19	\$210.00	1067.
Cooperstown & Charlotte Valley	10/10/73		4/84	O	CACV 28070-28075	6	\$305.00	1197.
De Gussa Alabama	9/19/75		9/90	O	TCAX 40000-40003	4	\$497.00	1267.

DESCRIPTION OF LEASES AT SEPTEMBER 30, 1977/Page 2

LESSEE	DATE OF ORIGINAL LEASE	DATE OF RIDER	EXPIRATION DATE OF LEASE	TYPE OF LEASE O-OPERATING F-FINANCE	CAR NUMBERS (BOTH INCLUSIVE)	NO. OF CARS	RENT PER CAR PER MONTH	COMPANY LEASE NO.	COMPANY RIDER NO.	IC FILING NUMBER & DATE
Delson Lumber Co., Inc.	3/19/73		4/78	O	HTCX 319-333	15	\$305.00	11473	1147301	6976-3/28/73
Duluth & Northeastern	11/30/72		2/78	O	D&NE 100-114	15	\$305.00	10173	1017301	6881-1/29/73
Idaho Forest	3/7/73		4/88	O	HTCX 309-313	5	\$295.00	11073	1107301	6966A-3/22/73
		3/7/73	12/88	O	HTCX 334-353	20	\$305.00	11073	1107303	6966B-9/13/73
		12/12/73	1/89	O	HTCX 403-412	10	\$305.00	11073	1107304	6966C-1/22/74
Illinois Terminal	6/29/72		1/81	O	ITC 7800-7821	22	\$225.00+	11072	N/A	6725-8/29/72
		11/1/76	1/81	O	ITC 7822-7841	20	\$354.00+	0000721	721-3	6725A-1/12/77
		11/1/76	1/81	O	ITC 7842-7862	21	\$354.00+	0000721	721-4	6725B-1/12/77
		3/1/77	3/81	O	ITC 7863-7877	15	\$243.50+ +mileage	5000721	721-5	6725C-3/7/77
Minn.Dakota & Western Railway (Boise Cascade)	3/3/71		Annual	O	MD&W 3000-3005 and MD&W 3007-3054	54	\$302.00	3371	N/A	6292-8/27/71
Missouri-Kansas-Texas Railroad Co.	5/1/68		10/83	F	MKT 13100-13199	100	\$125.65	N/A	N/A	4947-7/12/68
Minneapolis, Northfield & Southern	9/17/73		9/88	F	MN&S 752-757	6	\$204.00	11873	1187301	7163-9/24/73
Plum Creek Lumber	6/16/72		10/77	O	HTCX 306-308	3	\$310.00	10572	1057201	6756-7/28/72
	7/7/76		10/86	O	TCAX 30001-30025	25	\$450.00	10572	1057202	6756A-7/7/76
Sacramento Valley Moulding	10/22/73		5/89	O	HTCX 392-397	6	\$295.00	12073	1207301	7264-12/7/73
		9/15/76	10/91	O	TCAX 30028-30033	6	\$475.00	1207302	1207302	7264-A-10/2/76
Seaboard Coast Line	9/10/73		4/79	O	HTCX 387-391	5	\$315.00	11773	1177301	7189-10/23/73
St. Regis Paper Co.	8/31/73		3/79	O	HTCX 357-372, HTCX 375-386	28	\$323.00	11573	1157301	7190-10/23/73
	1/7/72		2/87	O	HTCX 2100-2141	42	\$233.00	1772	N/A	6468-1/14/72
Spokane Moulding Corp.	3/14/73		4/78	O	HTCX 316, 318	2	\$305.00	11373	1137301	6967A-3/22/73
		8/21/73	5/79	O	HTCX 354-356	3	\$315.00	11373	1137302	6967B-9/28/73
		8/20/76	9/81	O	TCAX 30000	1	\$475.00	11373	1137303	6967C-10/20/76
		8/19/76	9/81	O	TCAX 30026-30027	2	\$475.00	11373	1137304	6967D-11/29/76
Weyerhaeuser Company	12/1/73		11/78	O	HTCX 300,301,303-305	5	\$285.00	12173	N/A	6152A-4/7/76

SCHEDULE I TO SECURITY AGREEMENT  
DESCRIPTION OF RAILROAD CARS OWNED BY COMPANY AT SEPTEMBER 30, 1977

<u>TYPE CARS</u>	<u>SPECIFICATION</u>	<u>NO. OF CARS</u>	<u>LESSEE'S CAR NUMBERS (both inclusive)</u>	<u>UNIT BASE VALUE</u>	<u>TOTAL VALUE</u>	<u>DATE PUT INTO SERVICE</u>	<u>IC FILING NUMBER</u>
Thrall-Door	70-Ton	39	(BENX 100-125 ( 127-139	24@ 25,100 15@ 25,000	602,400 375,000	June 1972 Jan. 1973	6727
Thrall-Door	70-Ton	5	HTCX 309 - 313	25,500	127,500	Mar. 1973	6966
Thrall-Door	70-Ton	5	(HTCX 300,301,303, ( 304, & 305	3@ 23,000 1@ 19,202 1@ 16,703	69,000 19,202 16,703	May 1971	6152
Thrall-Door	100-Ton	54	(MD&W 3000-3005 ( 3007-3054	27,880	1,505,522	Mar. 1971	6292
Thrall-Door	70-Ton	1	AD&N 4700	23,000	23,000	June 1973	6724
Thrall-Door	70-Ton	3	HTCX 306 - 308	25,100	75,300	Dec. 1972	6756
Thrall-Door	70-Ton	22	ITC 7800 - 7821	25,500	561,000	Feb. 1973	6725
Thrall-Door	70-Ton	15	D&NE 100 - 114	25,100	376,500	Jan. 1973	6881
Thrall-Door	70-Ton	2	HTCX 316, 318	25,100	50,200	Apr. 1973	6967
Thrall-Door	70-Ton	15	HTCX 319 - 333	25,100	376,500	Apr. 1973	6976
AAR-LO Covered Hopper	5750 CF	25	HTCX 5801 - 5825	22,666	566,650	Apr. 1970	5646
	5400 CF	15	HTCX 5870 - 5884	22,036	330,540	Dec. 1970	
	5800 CF	25	HTCX 5826 - 5850	23,057	576,425	Dec. 1971	
	5400 CF	9	HTCX 5851 - 5859	23,275	209,475	Oct. 1972	

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SCHEDULE I TO SECURITY AGREEMENT

<u>TYPE CARS</u>	<u>SPECIFICATION</u>	<u>NO. OF CARS</u>	<u>LESSEE'S CAR NUMBERS (both inclusive)</u>	<u>UNIT BASE VALUE</u>	<u>TOTAL VALUE</u>	<u>DATE PUT INTO SERVICE</u>	<u>IC FILING NUMBER</u>
GTS Gondola	100-Ton	42	HTCX 2100 - 2141	21,200	890,400	Jan&Feb 1972	6468
Center Beam Bulkhead	100-Ton	8	(BN 624070-624072, ( 624074-624078	19,181	153,453	1968	6153
Bulkhead Flat	100-Ton	100	MKT 13100-13199	14,711	1,471,075	1968	4947
Bulkhead Flat	70-Ton	30	AD&N 500-529	19,100	573,000	Aug. 1973	6724
Center Beam Bulkhead	70-Ton	1	AD&N 660	17,190	17,190	Sept. 1973	6724
Bulkhead Flat	70-Ton	19	CLC 1001-1011,1013-1020	19,050	361,950	Dec. 1972	6723
Bulkhead Flat	70-Ton	6	MN&S 752-757	22,240	133,440	Sept. 1973	7163
Thrall-Door	70-Ton	20	HTCX 334-353	27,262	545,240	Feb. 1974	6966B
Thrall-Door	70-Ton	10	HTCX 403-412	27,262	272,620	Feb. 1974	6966C
Thrall-Door	70-Ton	3	HTCX 354-356	27,262	81,786	May 1974	6967B
Thrall-Door	70-Ton	28	(HTCX 357-372 (HTCX 375-386	27,262	763,338	Mar. 1974	7190
Thrall-Door	70-Ton	5	HTCX 387-391	27,262	136,310	Apr. 1974	7189
Thrall-Door	70-Ton	2	CACV 28074-28075	27,262	54,524	May, 1974	7266
Thrall-Door	70-Ton	4	CACV 28070-28073	27,262	109,048	May, 1974	7266A

SCHEDULE I TO SECURITY AGREEMENT

<u>TYPE CARS</u>	<u>SPECIFICATION</u>	<u>NO. OF CARS</u>	<u>LESSEE'S CAR NUMBERS (both inclusive)</u>	<u>UNIT BASE VALUE</u>	<u>TOTAL VALUE</u>	<u>DATE PUT INTO SERVICE</u>	<u>IC FILING NUMBER</u>
Thrall-Door	70-Ton	222	(TCAX 20000-20015 (TCAX 20017-20063 (TCAX 20065-20066 (TCAX 20068-20076 (TCAX 20078-20131 (TCAX 20133-20141 (TCAX 20143-20167 (TCAX 20169-20174 (TCAX 20176-20192 (TCAX 20194-20230	27,262	6,052,182	Apr. May 1974	7399
Thrall-Door	70-Ton	6	HTCX 392-397	27,262	163,572	May 1974	7264
AAR-LO Covered Hopper	4724 CF	74	(HTCX 4700-4708 (HTCX 4710-4774	20,990	1,553,260	May 1974	5646D
Thrall-Door	70-Ton	1	TCAX 30000	27,262	27,262	Aug. 1976	6967C
AAR-LO Covered Hopper	4727 CF	4	TCAX 40000-40003	40,326	161,306	Oct. 1975	8075
Thrall-Door	70-Ton	41	(ITC 7822-7841 (ITC 7842-7862	41,172	1,688,047	Dec. 1976	6725A 6725B
Thrall-Door	100-Ton	14	(ITC 7863-7867, (ITC 7869-7877	27,800	389,200	May 1977	6725C
Thrall-Door	70-Ton	1	ITC 7868	27,262	27,262	May 1977	6725C
Thrall-Door	70-Ton	25	TCAX 30001-30025	41,150	1,028,750	Sept. 1976	6756A
Thrall-Door	70-Ton	6	TCAX 30028-30033	41,195	247,169	Oct. 1976	7264A

SCHEDULE I TO SECURITY AGREEMENT

<u>TYPE CARS</u>	<u>SPECIFICATION</u>	<u>NO. OF CARS</u>	<u>LESSEE'S CAR NUMBERS (both inclusive)</u>	<u>UNIT BASE VALUE</u>	<u>TOTAL VALUE</u>	<u>DATE PUT INTO SERVICE</u>	<u>IC FILING NUMBER</u>
Thrall-Door	70-Ton	2	TCAX 30026-30027	41,150	82,300	Sept. 1976	6967D
Thrall-Door	100-Ton	70	AD&N 4701-4770	43,150	3,020,500	Sept. 1976	6724I
Bulkhead Flat	100-Ton	5	AD&N 530-534	34,974	174,870	Aug. 1976	6724J
Thrall-Door	70-Ton	1	ADN 4603	26,440	26,440	Dec. 1973	6724
Thrall-Door	70-Ton	3	AD&N 4605, 4611, 4623	26,440	79,320	Dec. 1973	6724
Thrall-Door	100-Ton	2	AD&N 4656, 4659	27,800	55,600	Dec. 1973	6724D
Thrall-Door	70-Ton	2	AD&N 4664, 4667	27,262	54,524	May, 1974	6724H
Thrall-Door	100-Ton	14	TCAX 20231-20244	26,551	371,720	May 1977	7399A
Covered Hopper	70-Ton	7	TCAX 40004-40010	43,051	301,357	May 1977	8095A
Thrall-Door	70-Ton	6	CACV 28076-28081	41,150	246,900	Nov. 1976	8554